



Bylaws

Revised: October 2017

ARTICLE I - OFFICES, NAME, AND PURPOSES

- 1) **SECTION 1. NAME.** This organization shall be known as the North American Spine Society (“Society”).
- 2) **SECTION 2. OFFICES.** The principal office of this Society shall be located in the State of Illinois. The Society may have other offices at such other places, within or outside of Illinois, as the Board of Directors may from time to time determine or as the business of the Society may require.
- 3) **SECTION 3. PURPOSES.** The objectives and purposes of the Society are as follows:
 - (a) To improve the quality of scientific knowledge and pursuit of high standards of excellence in patient care, clinical practice and related sciences among professionals in the field of spinal disorders.
 - (b) To maintain an educational organization dedicated to the exchange of ideas and dissemination of scientific facts concerning the spine.
 - (c) To provide instruction, scientific meetings and professional publications for surgical, non-operative and diagnostic purposes related to the spine.
 - (d) To improve the means of communication with and support for scientists and clinicians in their work and to provide means for improving their work.
 - (e) To investigate and promulgate concepts and methods by which malfunctions of the spine may be detected and improved.
 - (f) To maintain the highest ethical standards for the organization and to maintain full communication and interaction with other recognized bodies and specialty associations.
 - (g) To receive, hold, and disburse gifts, bequests, devises and other funds for the purposes stated herein.
 - (h) To own and maintain or to lease suitable real estate and any other personal property necessary to accomplish the purposes stated herein so long as such action is in conformity with the Articles of Incorporation. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose, in conformity and in compliance with the Articles of Incorporation.
 - (i) To participate in such other activities as permitted by applicable Non-Profit Corporation Acts or other governing laws.
 - (j) This Society has been formed under applicable and legal Non-Profit Corporation Acts for the public purposes described herein, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Society shall consist of the publication or dissemination of materials for the purpose of influencing legislation, nor shall the Society participate in any political campaign on behalf of or opposed to any candidate for public office.

ARTICLE II - MEMBERSHIP

- 1) **SECTION 1. CATEGORIES OF MEMBERS.** Members of the Society shall be divided into seven (7) categories: Active Members, Associate Members, In-Training Members, Affiliate Members, Emeritus Members, International Members, and Honorary Members.
- 2) **SECTION 2. QUALIFICATION AND PRIVILEGES.** The qualifications and privileges for each category of membership within the Society are as follows:
 - (a) **Active Members.** Active Members are individuals who hold the degree of Doctor of Medicine (M.D.) or Doctor of Osteopathy (D.O.) (or equivalent as determined by the Board of Directors) and are board certified by an American Board of Medical Specialties (or its equivalent as determined by the Board of Directors). Active Members may also include individuals who hold a degree of Doctor of Philosophy (Ph.D.) (or its equivalent as determined by the Board of Directors), and individuals who have demonstrated substantial contributions to the Society and field of spine care (as determined by the Board of Directors). All Active Members must devote at least 50% of their professional activities to spine in the areas of clinical care of patients, academic research, teaching or patient advocacy, and be of good ethical standing within the profession and community. Active Members must pay annual dues as set by the Board of Directors. Only Active Members may become elected Officers of the Society and serve on the Board of Directors; they may also serve on Committees, Sections and Task Forces.
 - (b) **Associate Members.** Associate Members are individuals who hold the degree of Doctor of Medicine (M.D.) or Doctor of Osteopathy (D.O.) (or equivalent as determined by the Board of Directors) and are eligible for board certification by an American Board of Medical Specialties (or individuals who have completed a substantially equivalent program as determined by the Board of Directors). All Associate Members must devote at least 50% of their professional activities to spine in the areas of clinical care of patients, academic research, teaching or patient advocacy, and be of good ethical standing within the profession and community. Associate Members must pay annual dues set by the Board of Directors. Associate Members shall not be eligible to become elected Officers or serve on the Board of Directors, but may serve on Committees, Sections and Task Forces.
 - (c) **In-Training Members.** In-training Members are physicians, medical students, graduate students or other individuals of the medical profession, basic sciences or allied services who are enrolled, on a full-time basis and in good standing, in an accredited training program or post-doctoral fellowship related to spine care, and be of good ethical standing within the profession and community. Individuals who have already received a degree and are returning for additional education unrelated to spine care are not eligible for this membership category. In-training Members do not pay annual dues. In-Training Members shall not be eligible to become elected Officers or serve on the Board of Directors, but may serve on Committees, Sections and Task Forces.

- (d) **Affiliate Members.** Affiliate Members are physicians or individuals who hold a degree of Doctor of Philosophy (Ph.D.) who devote less than 50% of their professional activities to spine. Affiliate Members also include nurse practitioners, registered nurses, physician assistants, chiropractors, physical therapists, researchers, practice managers, coders, technical professionals or other health care professionals with an interest in spine. All Affiliate Members must devote their professional activities primarily to the clinical care of patients, academic research, teaching or patient advocacy, and must be of good ethical standing within the profession and community. Affiliate Members must pay annual dues set by the Board of Directors. Affiliate Members shall not be eligible to become elected Officers or serve on the Board of Directors, but may serve on Committees, Sections and Task Forces.
- (e) **Emeritus Members.** Emeritus Members are individuals who have been members in good standing of the Society for at least fifteen (15) years, continue to be of good ethical standing within the profession and community, but have retired. Requests for emeritus membership must be made in writing to the Society headquarters, and are granted by the Board of Directors. Emeritus Members do not pay annual dues. Emeritus Members shall not be eligible to become elected Officers or serve on the Board of Directors, but may serve on Committees, Sections and Task Forces.
- (f) **International Members.** International Members are health care professionals who are not residents of North America, but have an interest in spine in the areas of clinical care of patients, academic research, teaching or patient advocacy, and are of good ethical standing within the profession and community. Individuals residing outside of the United States who qualify for another category of membership may choose to apply instead for international membership. International Members must pay annual dues set by the Board of Directors. International Members shall not be eligible to become elected Officers or serve on the Board of Directors, but may serve on Committees, Sections and Task Forces.
- (g) **Honorary Members.** Honorary Members are individuals who are selected by the Chair of the Membership Committee for their leading achievements and contributions to the field of spine care, and approved as an Honorary Member by the Board of Directors, in its sole discretion. Honorary Members do not pay annual dues but shall demonstrate continuing participation in the Society on an annual basis. Honorary Members shall not be eligible to become elected Officers or serve on the Board of Directors, but may serve on Committees, Sections and Task Forces.

3) SECTION 3. MEMBERSHIP APPLICATION AND APPROVAL.

- (a) **Application.** All applications for membership shall be on forms prescribed by the Board of Directors and shall be accompanied by a copy of the applicant's curriculum vitae or resume.

- (b) **Membership Review.** Membership applications shall be reviewed by the Society's Membership Committee to ensure the applicant meets the criteria identified above. Provided that the Membership Committee finds that member is qualified, the applicant's name shall then be submitted to the general membership for review and approval in the manner reasonably determined by the Board of Directors. In the event the Membership Committee determines that an applicant is not qualified for membership, it shall notify the applicant of this decision in writing. The applicant may appeal this decision to the Society's Board of Directors.
 - (c) **Membership Objections.** Any Active Member or Associate Member who believes that an applicant does not meet the membership criteria identified above, may file an objection to the applicant's request for membership. The objection must state, with particularity, the basis for the objection and be provided to the Chair of the Membership Committee within thirty (30) days from the date the Membership Committee submitted the applicant's name to the general membership for review. The Membership Committee shall provide the applicant a copy of any objections it receives, and provide the applicant with a reasonable opportunity to respond to the objection.
 - (d) **Approval by Board of Directors.** The Membership Committee shall forward to the Board of Directors all applicant names and any and all relevant objections or appeals regarding any applications. Any applicant receiving the approval of the Board of Directors by at least two thirds (2/3rds) of the directors present and entitled to vote shall be admitted into the membership.
- 4) **SECTION 4. DUES.** The Board of Directors may determine the amount of an initiation fee, if any, and the annual dues payable to the Society by members of each category. The Board of Directors shall also have the right to impose general or special assessments on any membership category as may be necessary.
- 5) **SECTION 5. RENEWAL OF MEMBERSHIP.** Each year all memberships shall be renewed by the payment of annual membership dues as set by the Board of Directors, provided that members continue to meet the qualifications of their designated membership category, unless otherwise exempt by the Board of Directors.
- 6) **SECTION 6. VOTING RIGHTS.** Only Active Members and Associate Members are eligible to vote on: (1) amendments to the Society's bylaws; (2) candidates for the Society's Second Vice President, Secretary, Treasurer; or (3) any other matter requiring votes from the Society's membership. Unless otherwise restricted by these bylaws, the Board of Directors, or the rules of any Section, Committee or Task Force established by the Board of Directors, all appointed Section, Committee or Task Force members shall have voting rights on the Section, Committee, or Task Force to which he/she was appointed, regardless of his/her membership category.
- 7) **SECTION 7. TERMINATION OF MEMBERSHIP.**

- (a) Termination by Death or Dissolution. Membership shall terminate automatically upon a member's death or upon the dissolution of the Society.
- (b) Termination for Suspension or Revocation of Medical License. Any member whose license to practice medicine is suspended or revoked (and who does not hold an unrestricted license to practice medicine in another jurisdiction) shall have his or her membership automatically suspended or revoked for that corresponding period of time.
- (c) Termination by Resignation. Members who wish to resign shall submit a written statement of resignation to the Board of Directors. No tendered resignations shall be effective until accepted by the Board of Directors. If a member tenders a resignation after notification in writing that charges of unprofessional conduct have been brought against him or her and are pending, the Board of Directors may, at its discretion, delay or refuse acceptance of the resignation. If the Board of Directors accepts the resignation, the records shall be designated "resignation of member accepted while under investigation" and any investigation by the Professional Conduct and Ethics Committee will terminate. Any such member shall not be eligible for reinstatement to the Society.
- (d) Termination by the Board of Directors. The Board of Directors may, at its discretion, suspend or expel any member who fails to pay dues for a period of three (3) months or more, no longer possesses the qualifications necessary for membership, is found to have engaged in unprofessional or unethical conduct, has been convicted of a felony, or for any other reason allowed by law or these bylaws.

ARTICLE III – MEMBER RESPONSIBILITIES AND ETHICAL OBLIGATIONS

1) SECTION 1. PROFESSIONAL COMPLIANCE PANEL.

- (a) Purpose. The Society has a duty to ensure compliance with rules that apply to the ethical delivery of spine care and the Society's ethics policies. The Society's Professional Compliance Panel was formed to help educate members to understand their duties to comply with these rules, and also to independently monitor and investigate allegations of violations of the Society's bylaws or ethical policies, including, but not limited to its: Code of Ethics, Disclosure Policy, Policy on Conflict of Interest in Leadership Positions, Expert Witness Guidelines, as well as any other rules or regulations incumbent upon a healthcare professional.
- (b) Investigation Requests. Any member of the Society, in good standing and with a current disclosure on file or any member of the Society's staff may bring forth a written request for the Professional Compliance Panel to conduct a discreet investigation into a member suspected of misconduct.
- (c) Investigation Procedures. Upon the receipt of a request for an investigation, the Professional Compliance Panel will determine, in its sole discretion, whether further investigation is warranted. If the Professional Compliance Panel determines that a further investigation is warranted, it may either conduct an investigation itself, or retain

outside legal counsel to conduct an investigation on behalf of the Society. Following an investigation, if the Professional Compliance Panel determines that no misconduct occurred, no further action will be taken. If, however, the Professional Compliance Panel determines that there is credible evidence of misconduct it may recommend, in its sole discretion, either: (a) providing the member with education or remediation to deter future violations; or (b) initiating a complaint with the Professional Conduct and Ethics Committee against the member on behalf of and in the name of the Society.

- (d) Cooperation with Professional Compliance Panel Investigations. Members are hereby notified that by submitting applications for membership and/or renewal they acknowledge that they will comply with such policies, rules and regulations, and further agree to promptly comply with all requests to provide documentation or other information concerning Professional Compliance Panel investigations, when it is within their legal ability to do so.

2) SECTION 2. PROFESSIONAL CONDUCT AND ETHICS COMMITTEE.

- (a) Purpose. The Professional Conduct and Ethics Committee shall have the authority to hear disciplinary complaints pursuant to the procedures of this Section. The Professional Conduct and Ethics Committee proceedings shall be fair, impartial, and provide due process to all involved.
- (b) Investigation Requests. Any member of the Society in good standing may bring charges alleging that another member (or a non-member who is otherwise subject to these rules and/or procedures) has: failed to maintain good professional standing; violated the Society's bylaws, Code of Ethics, Expert Witness Guidelines, Disclosure Policy, Policy on Conflict of Interest in Leadership Positions, or any other rule or regulation incumbent upon a healthcare professional; or has otherwise engaged in unprofessional conduct. Charges may be made against a member of any category, shall be in writing, and shall specify the basis therefore. The charges shall be delivered to the Society headquarters, which shall forward a copy to the Professional Conduct and Ethics Committee, which shall process the charges in accordance with such reasonable procedural guidelines as it may adopt.
- (c) Investigation Procedures. The Professional Conduct and Ethics Committee shall call on the members who bring the charges for such information, witnesses and evidence as may be necessary to determine whether a hearing on the charges is warranted, and shall give the charged member an opportunity to respond in writing before such a decision is made. If the Professional Conduct and Ethics Committee determines that a hearing is warranted, both the Complainant and the Respondent shall be given at least thirty (30) days' notice of the time and place of the hearing and shall be invited to attend, with or without legal counsel, to present their views and to respond to questions raised by the Professional Conduct and Ethics Committee. No action shall be taken or recommended against any member without giving the member the opportunity for a hearing. All such hearings shall be transcribed by a certified court reporter, with transcripts furnished to both the Complainant and Respondent and attached to the final

- Report and Recommendations of the Professional Conduct and Ethics Committee. The Respondent may waive participation in the hearing, and if he or she fails to attend the hearing, he or she shall be deemed to have waived the right to be present.
- (d) Report and Recommendation to the Board of Directors. After reviewing the material submitted by both the Complainant and Respondent, and conducting any hearing which is warranted or required by its procedural guidelines, or these bylaws, the Professional Conduct and Ethics Committee shall recommend to the Board of Directors:
 - (i) That the charges are not sustained, and no further action be taken; or
 - (ii) That the charges are sustained and that the Respondent be subject to discipline which may include, but is not limited to, a censure in writing, either publicly or privately; a suspension for a definite period of time; or expulsion.
 - (e) Appeals to the Board of Directors. The Respondent shall be notified in writing of the date of the meeting at which the Report and Recommendations of the Professional Conduct and Ethics Committee will be made to a quorum of the Board of Directors. At that meeting the Respondent shall be given an opportunity to make any statement he or she desires, either personally or through counsel, before action is taken. The Chair of the Professional Conduct and Ethics Committee (or his/her designee) shall present and explain the Committee's Report and Recommendations to the Board of Directors, but there shall be no examination of witnesses or introduction of further evidence before the Board of Directors. At the conclusion of the hearing, the Board of Directors shall, by secret ballot, determine what action it will take on the Report and Recommendations of the Professional Conduct and Ethics Committee. Any disciplinary action by the Board of Directors shall require an affirmative vote of at least three fourths (3/4ths) of the directors present and entitled to vote.
 - (f) Appeal to General Membership. Any member of the Society whom the Board of Directors has voted to discipline pursuant to this Section shall have the right to appeal to the general membership at the time of the next Annual Business Meeting. At that time, the member shall be given the opportunity to make any statement desired and may be represented by counsel. The aggrieved member may make his or her appeal anonymously if he or she chooses to do so. The President of the Society, or his or her designee, may also make a statement and explain the actions of the Board of Directors, but there should be no examination of witnesses or introduction of further evidence before the general membership. Following the conclusion of both presentations, the membership shall, by secret ballot, determine whether it will sustain or reverse the action of the Board of Directors. An affirmative vote of at least two-thirds (2/3rds) of the members entitled to vote shall be required to reverse a decision of the Board of Directors. Such a determination may be made by mail ballot, electronic ballot, or any other medium determined by the Board of Directors.
 - (g) Suspended Member. A suspended member shall not be entitled to exercise any of the rights of membership, but may be subject to further disciplinary proceedings for unprofessional or unethical conduct pursuant to these bylaws.
 - (h) Reinstatement. Any time after the expiration of one (1) year from the date of expulsion,

a former member may apply in writing to the Board of Directors for reinstatement. Before acting, the Board may request a review and recommendation of the reinstatement request by the Professional Conduct and Ethics Committee. If the former member is found to be otherwise qualified, the Board of Directors may elect by a vote of at least three fourths (3/4ths) of the directors present and entitled to vote to reinstate the member.

ARTICLE IV - MEETINGS OF MEMBERS

- 1) **SECTION 1. ANNUAL BUSINESS MEETING.** The Society shall hold an Annual Business Meeting of its members, which shall be held at a time, place, and location in conjunction with the Society's Annual Educational Meeting.
- 2) **SECTION 2. ANNUAL EDUCATIONAL MEETING.** The Society shall hold an Annual Educational Meeting which shall consist of educational and scientific sessions, as arranged by the Board of Directors or its designee. The Annual Educational Meeting of the Society is open to all members and other persons. Any member or other person upon proper application, the satisfaction of any reasonably necessary qualifications, and payment of fees may attend any educational meetings. Members of the Society shall have preference if the meeting site imposes restrictions on attendance.
- 3) **SECTION 3. SPECIAL BUSINESS MEETINGS.** Special Business Meetings of the Society's members may also be called by either the President, the Board of Directors or its Executive Committee, or by the written petition of at least one tenth (1/10th) of the members entitled to vote.
- 4) **SECTION 4. TIME AND PLACE OF MEETING.** The Board of Directors may designate the date, time and location for the Society's Annual Business Meeting and Annual Educational Meeting.
- 5) **SECTION 5. NOTICE OF BUSINESS MEETINGS AND ELECTIONS.** Written notice stating the place, day and hour of any business meeting or election of members shall be disseminated to the members entitled to vote, in a manner reasonably determined by the Board of Directors, not less than ten (10) days nor more than sixty (60) days before the date of such business meeting or election. The purpose or purposes for which the business meeting or election is called shall be stated in a notice to the membership.
- 6) **SECTION 6. QUORUM.** The members who attend a duly noticed business meeting shall constitute a quorum, provided, however, that no business may be conducted at the business meeting apart from what is set forth in the notice of the business meeting.

- 7) **SECTION 7. CONDUCT OF BUSINESS.** All business meetings of the Society shall be governed by parliamentary rules, as interpreted by the Society's Parliamentarian.
- 8) **SECTION 8. GUESTS OF THE SOCIETY.** The Board of Directors, at its discretion, may invite individuals (such as physicians in-training, spouses, etc.) to attend the Society's Annual Educational Meeting as guests of the Board of Directors, at reduced costs that may be determined by the Board of Directors.
- 9) **SECTION 9. VOTING.** Any matter which is to be decided by the vote of the Society's members may, at the discretion of the Board of Directors, be decided through an election held outside of a business meeting of the members when doing so is in the best interests of the Society. Such an election may be held by mail ballot, electronic ballot, or any other electronic medium determined by the Board of Directors. If the matter to be voted upon is a referendum or an amendment to these bylaws, the majority of the eligible ballots cast shall constitute an action of the membership. If the matter to be voted upon is the election of a candidate, the candidate with the most eligible votes cast shall be elected.

ARTICLE V – DIRECTORS

- 1) **SECTION 1. DUTIES OF THE BOARD OF DIRECTORS.** The general governance of this Society shall be vested in its Board of Directors who shall manage the Society in accordance with the purposes, principles and other requirements of these bylaws and the Articles of Incorporation.
- 2) **SECTION 2. NUMBER OF DIRECTORS.** The Board of Directors shall consist of no fewer than seven (7) nor more than twenty-five (25) directors. The number of directors may be modified from time to time by the affirmative vote of at least two thirds (2/3rds) of the directors present and entitled to vote on the Board of Directors.
- 3) **SECTION 3. QUALIFICATIONS.** Unless otherwise provided for in these bylaws, all Directors shall be Active Members of the Society, in good standing, who are in compliance with the Society's Disclosure Policy and Policy on Conflict of Interest in Leadership Positions, or any other reasonable requirements the Board of Directors may adopt and amend from time to time.
- 4) **SECTION 4. ELECTION OR APPOINTMENT TO THE BOARD.** The Board of Directors shall consist of the following:
 - (a) Officers. The Society's President, First Vice-President, Second Vice-President, Secretary and Treasurer shall, by the election by the membership as Officers, serve on the Society's Board of Directors as voting directors for a term consistent with his/her term as an Officer.
 - (b) *Ex-officio* directors. The Society's Immediate Past-President, for a term of one (1) year

and its Executive Director, for an unrestricted term, shall serve on the Society's Board of Directors as *ex-officio* members. The Immediate Past-President will be a voting director, but the Society's Executive Director will be a non-voting director.

- (c) Council directors. The Directors of the Society's Councils, as established and may be modified from time to time by the Board of Directors, shall serve on the Society's Board of Directors as voting directors for a term of three (3) years.
- (d) Directors elected at-large. One (1) Active Member having a surgical background and one (1) Active Member having a non-surgical background shall be elected to the Board of Directors by the members entitled to vote, and shall serve on the Society's Board of Directors for a term of three (3) years. If a director elected at-large elects to comply with the disclosure and divestiture requirements adopted by the Board of Directors and applicable to all other voting directors, then that director shall also be entitled to vote on the Board of Directors.
- (e) Appointed directors. The remaining directors shall be appointed by the Presidential Line, and shall serve for a term of three (3) years, unless otherwise designated by the Board of Directors. All appointed directors must, prior to his/her appointment, have been an Active Member in good standing of the Society for at least five (5) years, and have served at least one term on one of the Society's Committees, Sections or Task Forces.

5) SECTION 5. BOARD MEETINGS.

- (a) Regular Meetings. The Board of Directors shall hold a regular annual meeting and at least one interim meeting of the Board as deemed appropriate by the Board of Directors. Notice of meetings of the Board of Directors shall be given to each director not less than twenty-four (24) hours before the meeting. Any such notice shall set forth the date, time and place of the meeting.
- (b) Special Board Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the directors entitled to vote on the Board of Directors. Notice of a special meeting shall be given to each director not later than twenty-four (24) hours nor earlier than sixty (60) days before the date of such special meeting.
- (c) Quorum. A majority of directors entitled to vote on the Board of Directors shall constitute a quorum for the transaction of business at any of its meetings; however, if less than the required number of directors necessary for a quorum is present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice.
- (d) Meetings by Remote Communications. The Board of Directors may permit any or all directors to participate in a regular or special meeting through the use of remote electronic communications systems, provided that the system provides access to the meeting in a manner that allows participants to communicate concurrently with one another.
- (e) Meeting Not Required. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the

action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

- (f) Actions of the Board. The action of a majority of the directors that are present and entitled to vote at a meeting at which a quorum exists shall be the action of the Board of Directors, unless the action of a greater number is required by law or these bylaws.
 - (g) Assent to Action by Director. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the director: (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.
- 6) **SECTION 6. REMOVAL.** A director may be removed by a two-thirds (2/3rds) vote of the Board of Directors present and entitled to vote, or a two thirds (2/3rds) vote of the members entitled to vote.
- 7) **SECTION 7. VACANCIES.** Any vacancy occurring in the Board of Directors shall be filled by the Presidential Line. The member the Presidential Line selects to fill the vacancy shall serve as director for the remainder of the unexpired term of his/her predecessor. In case of an illness or temporary vacancy the Presidential Line shall, if desired, appoint a temporary replacement until such time as final status of the vacancy can be determined or until other arrangements can be secured. This temporary replacement shall be referred to as pro tem, e.g. Treasurer Pro Tem.
- 8) **SECTION 8. COMPENSATION.** Unless otherwise stated in these bylaws, the members of the Board of Directors shall not ordinarily receive any compensation for their services, however, reasonable expenses associated with the discharge of the duties by a director may be reimbursed provided that such expenses are submitted in advance for approval by the President or Executive Director.

ARTICLE VI - OFFICERS OF THE SOCIETY

- 1) **SECTION 1. OFFICERS.** The Officers of the Society shall be: President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Immediate Past-President.
- 2) **SECTION 2. PRESIDENTIAL LINE.** The Presidential Line of the Society includes the President, First Vice-President, and Second Vice-President. Decisions required by these bylaws to be made by the Presidential Line shall be made by a simple majority vote of the

President, First Vice-President, and Second Vice-President.

3) **SECTION 3. ELECTION OF OFFICERS.**

(a) Officers by Election. The Second Vice-President, Secretary, Treasurer shall be elected by the members entitled to vote at the regular Annual Meeting of the Society, or as soon thereafter as is practicable. Unless otherwise specified in these bylaws, no Officer shall be reelected to the same office after serving a full term in that office.

(b) Officers by Designation. The Second Vice-President shall serve a one (1) year term as Second Vice-President and shall serve the following year as First Vice-President. The First Vice-President shall serve a one (1) year term as First Vice-President and shall serve the following year as President. The President shall serve a one (1) year term as President and shall serve the following year as Immediate Past-President.

4) **SECTION 4. QUALIFICATIONS.** The Officers of the Society shall be Active Members, in good standing, that have served at least two (2) years as directors on the Board of Directors within the last three (3) years. An Officer shall also have an outstanding record of service and commitment to the Society, and be in compliance with the Society's Disclosure Policy and Policy on Conflict of Interest in Leadership Positions, or any other reasonable requirements the Board of Directors may adopt and amend from time to time.

5) **SECTION 5. VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Presidential Line for the unexpired portion of the term.

6) **SECTION 6. REMOVAL.** An Officer may be removed by a two-thirds (2/3rds) vote of the Board of Directors present and entitled to vote, or a two thirds (2/3rds) vote of the members entitled to vote.

7) **SECTION 7. COMPENSATION.** Officers of the Society shall ordinarily not receive any compensation for their services, with the exception that the President is offered a reasonable stipend to help offset time spent on the Society's business. Further, other reasonable expenses associated with the discharge of the duties of any office may be reimbursed provided that such expenses are submitted in advance to the President or Executive Director.

8) **SECTION 8. DUTIES.** The Officers of the Society shall have the following duties, rights and responsibilities:

(a) President. The President shall supervise all aspects of the business affairs of the Society. This includes, but is not limited to: serving as Chairperson of the Board of Directors and Chairperson of the Executive Committee; presiding at all meetings of the members; signing any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed (or delegating the authority to do the same to the Executive Director or Secretary); serving as an *ex officio* member on all

of the Society's Committees, Sections and Task Forces; serving as principal liaison with other professional or learned societies (unless otherwise delegated to another agent of the Society as may in the best interests of this Society). In general, the President shall perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors from time to time. The President shall serve a one (1) year term as President and at the end of this term, shall assume the role of Immediate Past-President.

- (b) **First Vice-President.** The First Vice-President shall perform all duties delegated by the President or Board of Directors to assist in the business affairs of the Society, and shall also serve on the Executive Committee of the Board of Directors. In addition, in the absence of the President or in the event of the President's inability or refusal to act, the First Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The First Vice-President shall serve a one (1) year term as First Vice-President and at the end of this term, shall assume the role of President; however, in the event the First Vice-President does assume the duties of a disabled President, he/she shall serve the balance of the President's unexpired term and complete his/her own term as President.
- (c) **Second Vice-President.** The Second Vice-President shall perform all duties delegated by the President or Board of Directors to assist in the business affairs of the Society, and shall also serve on the Executive Committee of the Board of Directors. In addition, in the absence of the President and First Vice-President or in the event of the President and First Vice-President's inability or refusal to act, the Second Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Second Vice-President shall serve a one (1) year term as Second Vice-President and at the end of this term, shall assume the role of First Vice-President; however, in the event the Second Vice-President does assume the duties of a disabled President, he/she shall serve the balance of the President's unexpired term and complete his/her own term as President.
- (d) **Secretary.** The Secretary shall perform all duties delegated by the President or Board of Directors to assist in the business affairs of the Society, and shall also serve on the Executive Committee of the Board of Directors. These duties include, but are not limited to: keeping the minutes of the meetings of the members and of the Board of Directors; giving all notices in accordance with provisions of these bylaws or as required by law; acting as custodian of the Society's corporate records and the seal of the Society and affixing that seal where necessary to all documents (the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these bylaws); keeping a register of the addresses, telephone and facsimile numbers of each member, as furnished by the latter; notifying all Committee, Section and Task Force members of their appointments and duties assigned to them; and delegating any of the aforementioned duties as to another agent of the Society as may be in the best interests of this Society. In general, the Secretary shall perform all duties incident to this office and such other duties as may be prescribed by the President or Board of Directors from

time to time. The Secretary shall be elected for a term of three (3) years, not to coincide with that of the Treasurer.

- (e) Treasurer. The Treasurer shall perform all duties delegated by the President or Board of Directors to assist in the business affairs of the Society, and shall also serve on the Executive Committee of the Board of Directors. These duties include, but are not limited to: keeping the accounts of the Society; collecting all moneys due the Society; overseeing the payment of all reasonable expenses of the Society; overseeing and maintaining responsibility for all funds and securities of the Society; maintaining receipts for monies due and payable to the Society; depositing all funds received in the name of the Society in any such bank, trust company or other depository as shall be selected in accordance with these bylaws; keeping a correct record of all monetary transactions; providing such records for audit, whenever so directed by the Board of Directors; and delegating any of the aforementioned duties as to another agent of the Society as may be in the best interests of this Society. In general, the Treasurer shall perform all duties incident to this office and such other duties as may be prescribed by the President or Board of Directors from time to time. The Treasurer shall be elected for a term of three (3) years, with his term not to coincide with that of the Secretary.
- (f) Immediate Past-President. The Immediate Past-President shall perform all duties delegated by the President or Board of Directors to assist in the business affairs of the Society, and shall also serve, in an *ex officio* capacity on the Board of Directors and the Executive Committee of the Board of Directors, but shall be entitled to vote. The Immediate Past-President shall also act as Parliamentarian, seeing that all meetings of the Board of Directors are conducted in accordance with good parliamentary rules, such as *Robert's Rules of Order*. The Immediate Past-President shall serve a one (1) year term as Immediate Past-President.

ARTICLE VII - EXECUTIVE COMMITTEE OF THE BOARD

- 1) **SECTION 1. EXECUTIVE COMMITTEE MEMBERS.** The Executive Committee of the Board of Directors, shall be composed of the: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Immediate Past-President (as an *ex-officio* member entitled to vote) and Executive Director (as a non-voting *ex-officio* member).
- 2) **SECTION 2. DUTIES.** The Executive Committee shall act on behalf of the Society in those instances necessary to prudently conduct the affairs of the Society which require action between regular or special meetings of the Board of Directors or when it may not be practical to convene the entire Board. Any matter which requires approval of the Board of Directors, or which could be decided by the Board of Directors, may be authorized by the Executive Committee pending a determination by the Board of Directors.

ARTICLE VIII - EXECUTIVE DIRECTOR AND NATIONAL OFFICE

- 1) **SECTION 1. EXECUTIVE DIRECTOR.** The President, with approval of the Board of Directors or Executive Committee may hire an Executive Director. It shall be the duty of the Executive Director to understand and enforce the bylaws and policies of this Society. The Executive Director shall act to implement such policies and actions as directed by the President or the Board. The Executive Director shall hire assistants, consultants or other outside service providers, subject to approval by the President and the Board of Directors or Executive Committee, to assist in the administration of the National Office and in the Society's business affairs. The Executive Director shall also serve, as a non-voting *ex-officio* member of the Board of Directors, and the Executive Committee.
- 2) **SECTION 2. NATIONAL OFFICE.** The Board of Directors may establish a National Office for the Society at such location as the Board determines is appropriate to facilitate the policies, activities, and business affairs of the Society. The Executive Director shall be charged with the administration of the Society's National Office.

ARTICLE IX – COUNCILS

- 1) **SECTION 1. COUNCILS.** The Board of Directors may, from time to time as appropriate, establish Councils to oversee the organization and operation of a number of the Society's Sections, Committees and Task Forces. The determination on whether a Council shall be established, or eliminated, shall be determined by the affirmative vote of two-thirds (2/3rds) of the directors present and entitled to vote on the Board of Directors; however, the number of Councils shall at no time exceed fifteen (15). Each Council shall be overseen by a Council Director.
- 2) **SECTION 2. COUNCIL DIRECTORS.**
 - (a) **Qualifications.** The Presidential Line shall appoint an Active Member in good standing with the Society to act as a Council Director to any Councils that may be established. All Council Directors must, prior to his/her appointment, have been an Active Member in good standing of the Society for at least five (5) years, and have served at least one term on one of the Society's Committees, Sections or Task Forces.
 - (b) **Duties.** Each Council Director shall be responsible for overseeing the organization and operation of any of the Society's Sections, Committees, and Task Forces that may be assigned to it by the Board of Directors, and amended from time to time. Each Council Director shall communicate with the Chairperson of any Sections, Committees and Task Forces the Council oversees, at least two (2) times per year. The Council Directors shall also serve as voting directors on the Board of Directors, for a term consistent with their term as Council Director.
 - (c) **Appointment.** Unless otherwise provided in these bylaws, the Presidential Line shall

appoint a Council Director to each Council established by the Board of Directors pursuant to these bylaws.

(d) Term. A Council Director shall be appointed for up to a three (3) year term. The terms of the Council Directors shall be staggered so that no more than one-third of the Council Directors' terms expire in the same year.

- 3) **SECTION 3. COUNCILMEMBERS.** The Chairperson of any Section, Committee, or Task Force shall also sit as Councilmembers on the Council that oversees that particular Section, Committee, or Task Force.
- 4) **SECTION 4. REMOVAL.** A Council Director may be removed by a two-thirds (2/3rds) vote of the Board of Directors, or a two thirds (2/3rds) vote of the members entitled to vote.
- 5) **SECTION 5. VACANCIES.** Upon resignation, removal, inability to serve, or refusal to serve, a Director of Council or Councilmember will be replaced by the Presidential Line. The member the Presidential Line selects to fill the vacancy shall serve as Council Director or Councilmember for the remainder of the unexpired term of his/her predecessor. In case of an illness or temporary vacancy the Presidential Line shall, if desired, appoint a temporary replacement until such time as final status of the vacancy can be determined or until other arrangements can be secured. This temporary replacement shall be referred to as pro tem, e.g. Council Director Pro Tem.
- 6) **SECTION 6. QUORUM.** A majority of the Councilmembers entitled to vote shall constitute a quorum. The act of a majority of the members present at a meeting and entitled to vote at which a quorum is present shall be an act of the Council.
- 7) **SECTION 7. COMPENSATION.** Council Directors and Councilmembers shall not receive compensation for their services. However, reasonable expenses associated with the discharge of duties as Council Director or Councilmember may be reimbursed provided that such expenses are submitted in advance for approval by the President or Executive Director.
- 8) **SECTION 8. RECOMMENDATIONS TO THE BOARD OF DIRECTORS.** The actions of the Society's Councils concerning the management of the Society operate as recommendations to the Board of Directors that may either be ratified or repealed by either the Executive Committee or the Board of Directors unless a majority of the members of the Council are directors and the Board of Directors authorizes the Council to operate on its behalf.

ARTICLE X – COMMITTEES, SECTIONS AND TASK FORCES

- 1) **SECTION 1. STANDING COMMITTEES.** The Board of Directors shall establish the following standing committees which shall assist the Board in its management of the Society: (1)

Membership Committee; (2) Nominating Committee; (3) Professional Compliance & Ethics Committee; and (4) Executive Committee.

- 2) **SECTION 2. AD HOC COMMITTEES.** In addition to the Standing Committees, the Board of Directors may establish additional Committees it determines, in its sole discretion, are in the best interests of the Society. The determination on whether a Committee shall be established shall be determined by the affirmative vote of two-thirds (2/3rds) of the directors present and entitled to vote on the Board of Directors. An ad hoc Committee that has been established shall continue until the Board of Directors determines by the affirmative vote of two-thirds (2/3rds) of the directors present and entitled to vote on the Board of Directors that the Committee is no longer in the best interests of the Society and shall be eliminated.
- 3) **SECTION 3. SECTIONS.** The Board of Directors may establish Sections of the Society that it determines, in its sole discretion, are in the best interests of the Society. Sections are intended to develop areas of emerging interest in spine care within the Society. The determination on whether a Section shall be established shall be determined by the affirmative vote of two-thirds (2/3rds) of the directors present and entitled to vote on the Board of Directors. A Section that has been established shall continue until the Board of Directors determines by the affirmative vote of two-thirds (2/3rds) of the directors present and entitled to vote on the Board of Directors that the Section is no longer in the best interests of the Society and shall be eliminated.
- 4) **SECTION 4. TASK FORCES.** The Board of Directors may establish Task Forces that it determines, in its sole discretion, are in the best interests of the Society. The determination on whether a Task Force shall be established shall be determined by the affirmative vote of two-thirds (2/3rds) of the directors entitled to vote on the Board of Directors. A Task Force that has been established shall continue for a period of one (1) year from the date upon which it was approved by the Board of Directors, unless the Board of Directors determines by the affirmative vote of two-thirds (2/3rds) of the directors entitled to vote on the Board of Directors to extend the work of the Task Force beyond that period of time.
- 5) **SECTION 5. MEMBERSHIP ON A COMMITTEE, SECTION OR TASK FORCE.**
 - (a) Qualifications. Any member of the Society in good standing, regardless of his/her membership category, is eligible to serve on a Committee, Section or Task Force.
 - (b) Appointment. Unless otherwise provided for in these bylaws, the Presidential Line shall appoint a Chairperson for each Committee, Section or Task Force along with all members of any Committee, Section or Task Force of the Society. The Board of Directors shall determine the number of members on each Section, Committee and/or Task Force. There shall ordinarily be not less than three (3) nor more than fifteen (15) members appointed to each Committee, Section or Task Force.
 - (c) Duties. Members should only volunteer for assignment or election to a Committee, Section or Task Force if they believe they shall be reasonably able to attend meetings and actively participate. Lack of attendance at three consecutive Committee, Section or

Task Force meetings may result in the removal of the member from the Committee, Section or Task Force.

- (d) **Term.** Chairpersons and members of any Committee or Section shall serve for staggered terms of up to three (3) years, unless otherwise determined by the Presidential Line. Chairpersons and members of any Task Force shall serve for up to one (1) year, unless otherwise determined by the Presidential Line.
- (e) **Compensation.** Chairpersons and members of Committees, Sections, or Task Forces shall not receive compensation for their services. However, reasonable expenses associated with the discharge of certain assigned duties for Committees Sections, or Task Forces may be reimbursed provided that such expenses are submitted in advance for approval by the President or Executive Director.
- (f) **Advisors or Consultants to Committees and Task Forces.** The Presidential Line may also approve the appointment of Advisors or Consultants to any Committee or Task Force, if the appointment would be in the best interests of the Society. The advisor or consultant shall be appointed for a term of one (1) year or less, unless reappointed by the Presidential Line, and shall not be entitled to vote on any matters before the Committee or Task Force.
- (g) **Advisors or Consultants to Sections.** The Presidential Line may also approve the appointment of Advisors or Consultants to any Section, if the appointment would be in the best interests of the Society. The advisor or consultant to a Section does not need to be a member of the Society, but may – once appointed – be granted gratis membership for a period consistent with his/her term of up to three (3) years. An advisor or consultant to a Section shall not be entitled to vote on any matters before the Section.

6) **SECTION 6. NOMINATING COMMITTEE.**

- (a) **Composition.** The Nominating Committee shall be composed of the following: the Immediate Past-President (who shall also serve as the Committee's Chairperson), the First Vice-President; the Second Vice-President; and three members of the Society who are not on the Board of Directors. In the event of a tie the President shall temporarily sit on the Nominating Committee for the purpose of casting the tie-breaking vote.
- (b) **Appointment and Election to the Nominating Committee.** The Immediate Past-President, First Vice-President, and Second Vice-President shall be appointed to serve on the Nominating Committee by the President by reason of their statuses as Officers within the Society. Additionally, three members of the Society who are not on the Board of Directors shall be elected by the members entitled to vote. Of the three elected members: one shall have a non-surgical background and serve for a two (2) year term; one shall have a surgical background and serve for a one (1) year term; one may be from either a surgical or non-surgical background and serve for a one (1) year term.
- (c) **Duties of the Nominating Committee.** The Nominating Committee shall have the responsibility of seeking suggestions from the membership on nominees for the Officers and Directors (whether appointed or elected from membership) of the Society, and presenting any such nominations to either the Board of Directors or the membership, as

applicable. The Nominating Committee should strive, whenever possible, to ensure that the nominees it presents represent the different practice areas of the Society's membership.

7) **SECTION 7. MEETINGS OF A COMMITTEE, SECTION OR TASK FORCE.**

- (a) Number and Timing of Meetings. Committees, Sections or Task Forces should meet at least two (2) times per year, in advance or during the Annual Business Meeting of members and at some other time not less than four (4) or more than eight (8) months after the Annual Business Meeting.
- (b) Minutes of Meetings. The Chairperson, or his/her designee, shall record minutes of the deliberations and actions of the Committee, Section or Task Force. Minutes shall be sent to the Secretary of the Society within thirty (30) days of the meeting.
- (c) Quorum. Unless otherwise provided in a resolution of the Board of Directors, a majority of the voting members of a Committee, Section or Task Force shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the Committee, Section or Task Force.
- (d) Meetings by Remote Communications. Any Committee, Section or Task Force may elect to hold its meetings through the use of remote electronic communications systems, provided that the system provides access to the meeting in a manner that allows participants to communicate concurrently with one another.
- (e) Rules. Each Committee, Section or Task Force may adopt rules for its own governance, provided that they are not inconsistent with these bylaws or with any other directive of the Board of Directors.

8) **SECTION 8. COMMITTEE, SECTION OR TASK FORCE EXPENDITURES.** The Board of Directors has fiscal responsibility for the operation of each Committee, Section and Task Force it establishes. All proposed expenditures or significant use of any of the Society's resources shall be submitted for review and approval by the Executive Committee sixty (60) days prior to the latter's submission for final Board approval. In the event of urgency, review and approval may be performed by the Executive Committee of the Board. Each Committee, Section and Task Force

9) **SECTION 9. SUB-COMMITTEES.** The Board of Directors may create a sub-committee of any Committee, Section or Task Force if the Board of Directors determines, in its sole discretion, that doing so is in the best interests of the Society. The composition, structure, and purpose of any such sub-committee, shall be determined by the Board of Directors.

10) **SECTION 10. RECOMMENDATIONS TO THE BOARD OF DIRECTORS.** The actions of any Committee, Section or Task Force concerning the management of the Society operate as recommendations to the Board of Directors that may either be ratified or repealed by either the Executive Committee or the Board of Directors unless a majority of the members of the Committee, Section or Task Force are directors and the Board of Directors authorizes the

Committee, Section or Task Force to operate on its behalf.

ARTICLE XI - INDEMNIFICATION

- 1) **SECTION 1. INDEMNIFICATION PROVIDED.** The Society shall indemnify, to the maximum extent permitted by law, each current or former officer, director, Committee member, employee or other person who has served at its request, appointment or election (“Covered Persons”) against any and all expenses, including reasonable attorneys’ fees, judgments, and fines actually and necessarily incurred by such Covered Persons in connection with the defense of any action, suit, proceeding, of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which the Covered Person is made a party by reason of any action taken or omitted to be taken by the Covered Person within the scope of his/her duties serving the Society. This indemnification includes amounts paid or incurred in connection with reasonable settlements.
- 2) **SECTION 2. INDEMNIFICATION PROHIBITED.** The Society is relieved of its obligations of this Article to indemnify a Covered Person in cases of gross negligence, bad faith, fraud, or as otherwise prohibited by law.

ARTICLE XII - CONFLICTS OF INTEREST

- 1) **SECTION 1. DUTY TO DISCLOSE CONFLICTS OF INTEREST.** The Directors, Officers, and any Chairpersons or members of any Committee, Section or Task Force of the Society shall exercise the utmost good faith in all transactions touching upon their duties to the Society and its property. In their dealings with and on behalf of the Society, they are held to a strict rule of honest and sincere dealing between themselves and the Society. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Society’s interest and their own interests.
- 2) **SECTION 2. CONFLICT OF INTEREST DEFINED.** For purposes of this policy, a person shall be deemed to have an “interest” in a contract, transaction, or other arrangement, or in the same or related business as the Society, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Society. Relationships and dealings of the Society with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Society shall not constitute interests under this Article.
- 3) **SECTION 3. DISCLOSURE OF CONFLICTS OF INTEREST.** Any Director, Officer, Chairperson or member of any Committee, Section or Task Force who has an interest in a

contract, transaction, or arrangement must present that interest to the Board of Directors (or the Committee, Section or Task Force of the Board of Directors where the member serves) for consideration, authorization, approval, discussion, or ratification, and shall make a prompt, full, and frank disclosure of his or her interest either at each meeting of the Board of Directors (or the Section, Committee or Task Force of the Board of Directors where the member serves), or (if the conflict is not known at that time) promptly upon learning of the conflict. Such disclosure shall include any material facts known to such person that might reasonably be construed to be adverse to or potentially adverse to the Society's interests.

4) SECTION 4. PROCEDURES ON DEALING WITH CONFLICTS OF INTEREST.

- (a) The Board of Directors (or the Committee, Section or Task Force of the Board of Directors where the member serves) shall determine, by majority vote of disinterested persons, whether the disclosure shows that a conflict of interest exists, or can reasonably be construed to exist.
- (b) The Board of Directors (or the Committee, Section or Task Force of the Board of Directors where the member serves) may request the person to provide factual information regarding the potential or actual conflict of interest and such proposed contract, transaction, or arrangement.
- (c) If deemed appropriate, the Board of Directors (or the Committee, Section or Task Force of the Board of Directors where the member serves) may appoint a non-interested person, committee or subcommittee to investigate alternatives to such proposed contract, transaction, or arrangement.
- (d) If a conflict of interest is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use his or her personal influence in connection with the discussions, deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Society.
- (e) At any meeting of the Board of Directors (or the Committee, Section or Task Force of the Board of Directors where the member serves) where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of directors or members who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.
- (f) In order to approve such contract, transaction, or arrangement, the Board of Directors (or the Section, Committee or Task Force of the Board of Directors where the member serves) must first find, by majority vote of disinterested directors or members, that:
 - (i) the proposed contract, transaction, or arrangement is in the Society's best interest and for its own benefit; and
 - (ii) the proposed contract, transaction, or arrangement is fair and reasonable to the Society.
- (g) The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a

quorum was present. The Society shall keep minutes of the discussions and deliberations as part of the minutes of the Society.

- 5) **SECTION 5. VIOLATIONS OF THIS ARTICLE.** The violation of this Article is a serious matter and may constitute good cause for the removal or termination of a Director, Officer, or Section, Committee or Task Force member.

ARTICLE XIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any Officer or Officers, agent or agents of the Society, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances.

SECTION 2. CHECKS AND DRAFTS. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such Officer or Officers, agent or agents of the Society as determined by resolution of the Board of Directors.

SECTION 3. DEPOSITS. All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE XV - AMENDMENTS TO BYLAWS

Amendments to these bylaws may be proposed by the affirmative vote of two-thirds (2/3rds) of the members of the Board of Directors entitled to vote or by the written petition of at least one-tenth (1/10th) of the members entitled to vote. All proposed amendments to these bylaws shall be submitted in writing to the Secretary, and distributed to the membership at least one (1) month before the meeting at which they are to be voted upon. A simple majority of the members present or otherwise participating that are entitled to vote is required for passage.

Notwithstanding the above, amendments to these bylaws which are non-substantive and editorial in nature or otherwise required by law may be approved by the affirmative vote of two-thirds (2/3rds) of the directors present and entitled to vote.

ARTICLE XVI – MISCELLANEOUS

- 1) **SECTION 1. WAIVER OF NOTICE.** Whenever any notice is required to be given under the provisions of any State or Federal law or under the provisions of the Articles of Incorporation or the bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- 2) **SECTION 2. USES OF GENDER IN THESE BYLAWS.** All uses of the terms he or him or Chairman in these bylaws shall be interpreted to apply equally to she or her, Chairwoman or Chairperson, as the case may be.
- 3) **SECTION 3. INTERPRETATION.** For the purpose of construing these bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa.

History – Amendments to these bylaws: Amended, October 2008, Toronto, Ontario, Canada; Amended, November 2014, San Francisco, California; Amended, October 2015, Chicago, Illinois; Amended, October 2016, Boston, Massachusetts; Amended, October 2017, Orlando, Florida.